Edgar Filing: HERSHA HOSPITALITY TRUST - Form 4

HERSHA H Form 4 March 30, 2	OSPITALITY TI	RUST								
FORM	ЛЛ							····- · ·	PPROVAL	
	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-028	37
Check this box if no longer subject to Section 16. Form 4 or				NGES IN SECUI		Estimated burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5			
Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur ons Section 17(a) of the I	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	·	. 0	.0
(Print or Type	Responses)									
			2. Issuer Name and Ticker or Trading Symbol HERSHA HOSPITALITY TRUST [HT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 44 HERSHA DRIVE			3. Date of Earliest Transaction(Month/Day/Year)03/28/2017			Director 10% Owner X Officer (give title Other (specify below) President and COO				
				ed(Month/Day/Year) Applicable			Applicable Line)	l or Joint/Group Filing(Check ine) ed by One Reporting Person		
HARRISB	URG, PA 17102						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price				
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	-	-	or indirectly. spond to the colle	ection of S	SEC 1474	

information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

Edgar Filing: HERSHA HOSPITALITY TRUST - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)) (Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units	<u>(1)</u>	03/28/2017		А	62,656 (2)		<u>(1)</u>	<u>(1)</u>	Class A Common Shares of Beneficial Interest	62,656	(
Reporting Owners											
Reporting	Owner Name / Addr	Address	Rel	ationships							
		Directo	or 10% Owner	Officer		0	ther				
Shah Neil 44 HERS	l H HA DRIVE			President	and COC)					

Reporting Owner Name / Address	Kelationships							
	Director	10% Owner	Officer	Othe				
Shah Neil H 44 HERSHA DRIVE HARRISBURG, PA 17102			President and COO					
Signatures								
/s/ Ashish R. Parikh, as attorney-in-fact		03/30/2	017					
**Signature of Reporting Person		Date						

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

LTIP Units are a class of limited partnership units in Hersha Hospitality Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner, and represent a profit interest in the Operating Partnership. Initially, the LTIP Units do not have full parity with the Operating Partnership's common units of limited partnership interest ("Common Units") with respect to liquidating distributions. Upon the occurrence of certain "book-up" events described in the Operating Partnership's partnership agreement, the LTIP Units can over

- (1) Use the occurrence of certain book-up events described in the operating rathership's participant agreement, the LTH offits can over time achieve full parity with the Common Units for all purposes. If such parity is reached, vested LTIP Units are convertible into Common Units and, upon conversion and subject to the applicable holding period, may be redeemed for cash in an amount equal to the then fair market value of an equal number of the Issuer's common shares or converted into an equal number of the Issuer's common shares, as determined by the Issuer at its election.
- (2) Reflects restricted LTIP Units granted under the Amended and Restated Hersha Hospitality Trust 2012 Equity Incentive Plan in settlement of awards made to the Reporting Person under the 2016 annual long-term incentive program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.